

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

<p>WCM ALTERNATIVES: EVENT-DRIVEN FUND, <i>et al.</i>,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">v.</p> <p>PERRIGO CO., PLC, <i>et al.</i>,</p> <p style="text-align: center;">Defendants.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Civil Action No. 2:18-cv-16204-MCA-LDW</p> <p>ECF Case</p> <p>Document Electronically Filed</p>
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STIPULATION AND [PROPOSED] ORDER

Plaintiffs WCM Alternatives: Event-Driven Fund, WCM Master Trust, The Merger Fund, The Merger Fund VL, and JNL/Westchester Capital Event Driven Fund (“Plaintiffs”) and Defendants Perrigo Company plc (“Perrigo”), Joseph Papa, and Judy Brown (collectively, “Defendants”), through their undersigned counsel, hereby agree and stipulate to the following matters:

WHEREAS, on November 15, 2018, Plaintiffs commenced the above-captioned individual action (the “Action”);

WHEREAS, the Action has been designated as related to *Roofers’ Pension Fund v. Papa, et al.*, No. 2:16-cv-2805-MCA-LDW (the “Consolidated Class Action”);

WHEREAS, the complaint in the Action (the “Complaint”) involves claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the June 21, 2017 Amended Complaint for Violation of the Federal Securities Laws (the “Class Action Amended Complaint”) in the Consolidated Class Action;

WHEREAS, the defendants in the Consolidated Class Action moved to dismiss the Class Action Amended Complaint (the “Motions to Dismiss”);

WHEREAS, on July 27, 2018, the Court in the Consolidated Class Action issued an opinion granting in part and denying in part the Motions to Dismiss (2018 WL 3601229) (the “July 27, 2018 Decision”);

WHEREAS, on January 26, 2018, actions captioned *Mason Capital L.P., et al. v. Perrigo Company PLC, et al.*, Civ. A. No. 2:17-cv-01119-MCA-LDW (the “Mason Action”) and *Pentwater Equity Opportunities Master Fund Ltd., et al., v. Perrigo Company PLC, et al.*, Civ. A. No. 2:18-cv-01121-MCA-LDW (the “Pentwater Action”) were commenced by the respective plaintiffs in those actions, and the amended complaint in the Mason Action and the complaint in the Pentwater Action involve claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the Complaint in this Action;

WHEREAS, in the Mason Action and in the Pentwater Action, the parties entered into stipulations containing terms similar to the terms set forth in this stipulation, which stipulations were “so ordered” by the Court on February 21, 2018 and November 9, 2018;

WHEREAS, the parties have agreed that Defendants shall answer, rather than move to dismiss, the Complaint on or before January 11, 2019; and

WHEREAS, the parties seek entry of an order replicating any issues resolved by the July 27, 2018 Decision;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. By entering into this stipulation, Defendants accept service of the summons and complaint in the Action and expressly preserve all rights, claims and defenses, including, but not limited to, all defenses relating to jurisdiction, other than a defense as to the timeliness and sufficiency of service of the summons and Complaint and the form of the summons.

2. The issues and arguments raised in the briefing in connection with the Motions to Dismiss in the Consolidated Class Action shall not be re-briefed in this Action but rather, for purposes of judicial efficiency, shall be treated as if such issues and arguments had been raised in motion(s) to dismiss in this Action and had been resolved in a similar fashion to the way those issues and arguments were resolved in the July 27, 2018 Decision, including, but not limited to, the determinations by the Court in the Consolidated Class Action to “dismiss Plaintiff’s claims regarding the Tysabri royalty stream without prejudice” and to “dismiss the claims related to organic growth without prejudice.”

3. Defendants shall answer the Complaint on or before January 11, 2019.

4. Discovery shall be coordinated with discovery in the Consolidated Class Action.

Dated: December 19, 2018

WHIPPLE AZZARELLO, LLC

/s/ John A. Azzarello

John A. Azzarello
161 Madison Avenue
Suite 325
Morristown, NJ 07960
(973) 267-7300
azzarello@whippleazzarellolaw.com

LABATON SUCHAROW LLP

Serena P. Hallowell (*pro hac vice to be filed*)
Corban S. Rhodes (*pro hac vice to be filed*)
Eric D. Gottlieb (*pro hac vice to be filed*)
140 Broadway
New York, NY 10005
(212) 907-0700
shallowell@labaton.com
crhodes@labaton.com
egottlieb@labaton.com

Attorneys for Plaintiffs

**GREENBAUM ROWE SMITH
& DAVIS LLP**

/s/ Alan S. Naar

Alan S. Naar
99 Wood Avenue South
Iselin, New Jersey 08830
Telephone: (732) 549-5600
Facsimile: (732) 549-1881
anaar@greenbaumlaw.com

**FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP**

James D. Wareham (*pro hac vice to be filed*)
James E. Anklam (*pro hac vice to be filed*)
801 17th Street, NW
Washington DC 20006
Telephone: (202) 639-7000
Facsimile: (202) 639-7003
james.wareham@friedfrank.com
james.anklam@friedfrank.com

Samuel P. Groner (*pro hac vice to be filed*)
One New York Plaza
New York, New York 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
samuel.groner@friedfrank.com

Counsel for Defendant Perrigo Company plc

GIBSON, DUNN & CRUTCHER LLP

/s/ Reed Brodsky

Reed Brodsky (*pro hac vice to be filed*)

Aric H. Wu (*pro hac vice to be filed*)

Marshall R. King

200 Park Avenue

New York, New York 10016-0193

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

rbrodsky@gibsondunn.com

awu@gibsondunn.com

mking@gibsondunn.com

Counsel for Defendant Joseph C. Papa

SULLIVAN & CROMWELL LLP

/s/ John L. Hardiman

John L. Hardiman (*pro hac vice to be filed*)

Brian T. Frawley

Michael P. Devlin (*pro hac vice to be filed*)

125 Broad Street

New York, NY 10004

(202) 558-4000

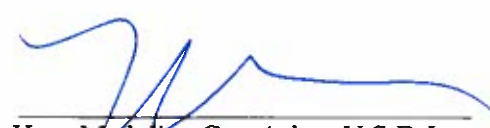
hardimanj@sullcrom.com

frawleyb@sullcrom.com

devlinm@sullcrom.com

Counsel for Defendant Judy L. Brown

SO ORDERED THIS 20 DAY OF Dec, 2018



Hon. Madeline Cox Arleo, U.S.D.J.
Hon. Leda D. Wettre, U.S.M.J.